



SDMS DocID 2001314

ORIGINAL
(Red)

LAW OFFICES

McAFEE & TAFT

A PROFESSIONAL CORPORATION
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STEVEN R. WELCH

WRITER DIRECT

(405) 552-2214

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steven.welch@mcafeetaft.com

April 14, 2003

FEDERAL EXPRESS

Ms. Carlyn Winter Prisk (3HS11)
U.S. Environmental Protection Agency, Region III
1650 Arch Street
Philadelphia, PA 19103-2029

Re: Lower Darby Creek Area Superfund Site

Dear Ms. Prisk:

Please be advised that on April 1, 2003, a bankruptcy case concerning Fleming Companies, Inc. was filed and entered under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court, District of Delaware.

Enclosed herewith are (i) a supplemental response to USEPA's November 5, 2001 information request concerning the Lower Darby Creek Area Superfund Site, (ii) a copy of a Notice of Bankruptcy Case and (iii) a copy of a Suggestion of Bankruptcy. Please include this information in USEPA's file concerning this matter.

If you have any questions, please contact me.

Sincerely,

Steven R. Welch

SRW/jd
Enclosure

cc: Brian Nishitani, Esq.
EPA Office of Regional Counsel
U.S. Environmental Protection Agency, Region III
1650 Arch Street
Philadelphia, PA 19103-2029

Mr. David F. Stegmann
Director of Facilities
Fleming Companies, Inc.
PO Box 299013
Lewisville, TX 75029

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**SUPPLEMENTAL RESPONSE OF FLEMING COMPANIES, INC.
TO
REQUEST FOR INFORMATION CONCERNING THE LOWER
DARBY CREEK AREA SUPERFUND SITE**

This is a Supplemental Response of Fleming Companies, Inc. ("Fleming") to the United States Environmental Protection Agency's ("USEPA") November 5, 2001 Request for Information (this "Supplemental Response") concerning the Lower Darby Creek Area Superfund Site located in or about Delaware and Philadelphia Counties, Pennsylvania (the "Site"). Each answer in this Supplemental Response is limited to information that could reasonably be expected to have some relevance to USEPA's investigation with respect to Fleming or any other party's alleged involvement or nexus with the Site at any time from 1958 through 1976 (the "Pertinent Period").

Fleming supplements its response to USEPA's Request for Information as follows:

QUESTIONS

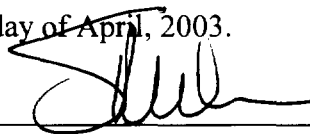
2. What is the current nature of the business or activity conducted at your establishment(s) in the Philadelphia, Pennsylvania area? What was the nature of your business or activity between 1958 and 1976? Please describe in detail. If the nature of your business or activity changed from the period of 1958 to 1976 to the present, please provide a detailed explanation of the changes to date.

SUPPLEMENTAL RESPONSE:

In addition to the matters set forth in Fleming's initial response to USEPA's Request for Information, Fleming adds the following information concerning the status of its business and any alleged liability with respect to the Site:

A bankruptcy case under Chapter 11 of the United States Bankruptcy Code was entered and filed on April 1, 2003, in the United States Bankruptcy Court, District of Delaware. Delivered herewith are copies of a Notice of Bankruptcy Case Filing and a Suggestion of Bankruptcy concerning that matter.

Respectfully submitted this 14th day of April, 2003.



Steven R. Welch
McAfee & Taft
A Professional Corporation
10th Floor, Two Leadership Square
211 North Robinson
Oklahoma City, OK 73102
Telephone: (405) 235-9621

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Facsimile: (405) 235-0439

ATTORNEYS FOR FLEMING COMPANIES,
INC.

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

Region III

1650 Arch Street

Philadelphia, PA 19103-2029

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IN THE MATTER OF)

Fleming Companies, Inc.)

) Lower Darby Creek Superfund Site

) Clearview Landfill, Folcroft Landfill and

) Folcroft Landfill Annex

) Delaware and Philadelphia Counties, Pennsylvania

SUGGESTION OF BANKRUPTCY

Please take notice that on the 1st day of April, 2003, the United States Bankruptcy Court for the District of Delaware, entered an Order for Relief under Title 11 of Chapter 11 of the United States Code in each of the following cases:

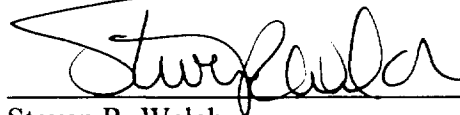
Fleming Companies, Inc.	03-10945-MFW
Core-Mark International, inc.	03-10944-MFW
ABCO Food Group	03-10946-MFW
ABCO Markets, Inc.	03-10947-MFW
ABCO Realty Corp.	03-10948-MFW
ASI Office Automation, Inc.	03-10949-MFW
Core-Mark mid-Continent, Inc.	03-10950-MFW
Core-Mark Interrelated Companies, Inc.	03-10951-MFW
C/M Products, Inc.	03-10952-MFW
FAVAR Concepts	03-10953-MFW
Flemings Foods Management Co., L.L.C.	03-10954-MFW
Flemings Foods of Texas, LP	03-10955-MFW
Fleming International, Ltd.	03-10956-MFW
Fleming Transportation Services, Inc.	03-10957-MFW
Fleming Supermarkets of Florida, Inc.	03-10958-MFW
Food 4 Less Beverage Company, Inc.	03-10959-MFW
FuelServ, Inc.	03-10960-MFW
General Acceptance Company	03-10961-MFW
Marquise Ventura Company, Inc.	03-10962-MFW
Head Distributing Company	03-10963-MFW
Minter-Weisman Co.	03-10964-MFW
Piggly Wiggly Company	03-10965-MFW
Progressive Realty, Inc.	03-10966-MFW
Rainbow Food Group	03-10967-MFW

Retail Investments, Inc.	03-10968-MFW
Retail Supermarkets, Inc.	03-10970-MFW
RFS Supermarkets, Inc.	03-10971-MFW
Richmar Foods, Inc.	03-10972-MFW
Dunigan Fuels, Inc.	03-10973-MFW

(collectively, the "Debtors"). A copy of Fleming's voluntary petition is attached hereto.

PLEASE TAKE FURTHER NOTICE that pursuant to 11 U.S.C. § 362(a), the Debtors' filing of their respective voluntary petitions operates as a stay, applicable to all entities, of, among other things: (a) the commencement or continuation of all judicial, administrative, or other actions or proceedings against the Debtors (i) that were or could have been commenced before the commencement of the Debtors' cases or (ii) to recover any claims against the Debtors that arose before the commencement of the Debtors' cases; (b) the enforcement against the Debtors or against any property of the Debtors' bankruptcy estates, of a judgment obtained before the commencement of the Debtors' cases; or (c) any act to obtain possession of property of or from the Debtors' bankruptcy estates, or to exercise control over property of the Debtors' bankruptcy estates.

Respectfully submitted this 14th day of April, 2003.



Steven R. Welch
McAfee & Taft A Professional Corporation
10th Floor, Two Leadership Square
211 North Robinson
Oklahoma City, OK 73102-7103
Telephone: (405) 235-9621
Facsimile: (405) 235-0439
E-Mail: steven.welch@mcafeetaft.com

ATTORNEY FOR FLEMING COMPANIES, INC.

**United States Bankruptcy Court
District of Delaware**

ORIGINAL
Reg)

Notice of Bankruptcy Case Filing

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 04/01/2003 at 09:35 AM and filed on 04/01/2003.

FLEMING COMPANIES, INC.

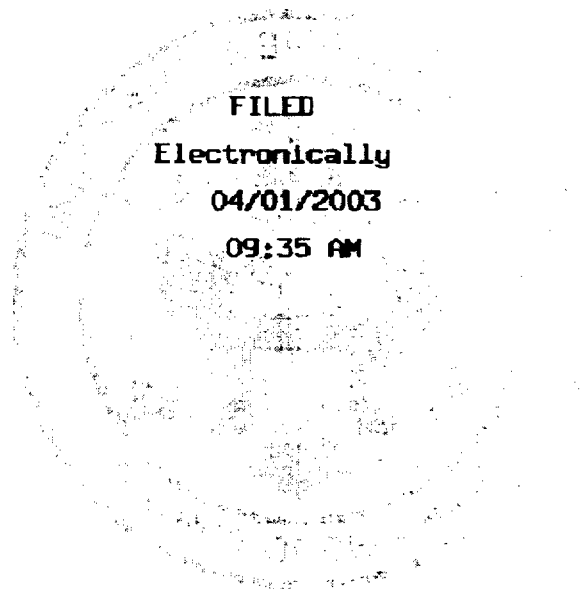
1945 Lakepointe Drive
Lewisville, TX 75057-6424

aka

Big W of Florida, Inc.

aka

Heartland Supermarkets, Inc.



The case was filed by the debtor's attorney:

Laura Davis Jones

Pachulski Stang Ziehl Young & Jones
919 N. Market Street
16th Floor
Wilmington, DE 19899-8705
302-652-4100

The case was assigned case number 03-10945.

The filing of a bankruptcy case automatically stays certain actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page www.deb.uscourts.gov or at the Clerk's Office 824 Market Street, 5th Floor, Wilmington, DE 19801.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

**David D. Bird
Clerk, U.S.
Bankruptcy Court**

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(Red)

PACER Service Center			
Transaction Receipt			
04/01/2003 11:12:47			
PACER Login:	bm0236	Client Code:	00
Description:	Notice of Filing	Case Number:	03-10945
Billable Pages:	1	Cost:	0.07

FORM B1		United States Bankruptcy Court		Voluntary Petition																
District of Delaware																				
Name of Debtor (if individual, enter Last, First, Middle): Fleming Companies, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A																		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Big W of Florida, Inc., Heartland Supermarkets, Inc.		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names): N/A																		
Soc. Sec./Tax I.D. No. (if more than one, state all): 48-0222760		Soc. Sec./Tax I.D. No. (if more than one, state all): N/A																		
Street Address of Debtor (No & Street, City, State & Zip Code): 1945 Lakepointe Drive Lewisville, Texas 75057-6424		Street Address of Joint Debtor (No & Street, City, State & Zip Code): N/A																		
County of Residence or of the Principal Place of Business: Denton County, Texas		County of Residence or of the Principal Place of Business: N/A																		
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address): N/A																		
Location of Principal Assets of Business Debtor (if different from street address above): Lewisville, Texas																				
Information Regarding the Debtor (Check the Applicable Boxes)																				
Venue (Check any applicable box)																				
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.																				
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																				
Type of Debtor (Check all boxes that apply)			Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)																	
<input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____			<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Se. 304 - Case ancillary to foreign proceeding																	
Nature of Debts (Check one box)			Filing Fee (Check one box)																	
<input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																	
Chapter 11 Small Business (Check all boxes that apply)																				
<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																				
Statistical/Administrative Information (Estimates only)					THIS SPACE IS FOR COURT USE ONLY															
<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																				
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>						1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
1-15	16-49	50-99	100-199	200-999		1000-over														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>															
Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million													
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>													
Estimated Debts <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million													
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>													

ORIGINAL
(Red)**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

Willing Companies, Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)**Location**

Where Filed: N/A

Case Number:

N/A

Date Filed:

N/A

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)**Name of Debtor:**

See Rider A

Case Number:**Date Filed:****District:****Relationship:****Judge:****Signatures****Signature(s) of Debtors(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor(s)

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10C) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that (he or she) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☒

Yes, and Exhibit C is attached and made a part of this petition.

☐

No.

Signature of Attorney*James H.M. Spryregen, P.C.*

Signature of Attorney for Debtor(s)

James H.M. Spryregen, P.C.

Richard L. Wynne

Printed Name of Attorney for Debtor(s)

KIRKLAND & ELLIS

Firm Name

777 South Figueroa Street

Address

Los Angeles, CA 90017

(213) 680-8400

Telephone Number

Date: March 31, 2003

Signature of Attorney*Laura Davis Jones (DE Bar No. 2436)*

Signature of Attorney for Debtor(s)

Laura Davis Jones (DE Bar No. 2436)

Printed Name of Attorney for Debtor(s)

PACHULSKI, STANG, ZIEHL,
YOUNG, JONES & WENTRAUB PC

Firm Name

919 N. Market Street, Suite 1600

Address

Wilmington, DE 19801

(302) 652-4100

Telephone Number

Date: March 31, 2003

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Name and Social Security numbers of all other individuals who prepared or assisted in preparing this document

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Peter S. Willmott

Printed Name of Authorized Individual

Interim Chief Executive Officer and President

Title of Authorized Individual

March 31, 2003

Date

ORIGINAL
(Red)

**UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE**

In re:
Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

Exhibit A to Voluntary Petition

1. **SEC File Numbers:** The SEC file number of the Debtor's securities registered under Section 12 of the Securities Exchange Act of 1934 is as follows:

<i>Debtor</i>	<i>SEC File Number</i>
Fleming Companies, Inc.	1-8140

2. **Financial Data:** The following financial data (unaudited) is the latest available information and reflects the Debtor's financial condition, with its affiliated debtors and non-debtors as of October 5, 2002:

- a. Total Assets (Book Value): \$4,220,500,000
- b. Total Debts: \$3,547,900,000
- c. Debt securities held by more than 500 holders. Information is as of December 31, 2002, unless otherwise noted.

<u>Issuance</u>	<u>Issue Amount</u>	<u>Maturity</u>	<u>Secured/ Unsecured</u>
10 1/8 % Senior Notes	\$355 million	2008	Unsecured
9 1/4 % Senior Notes	\$200 million	2010	Unsecured
10 5/8 % Senior Subordinated Notes	\$400 million	2007	Unsecured
5 1/4 % Convertible Senior Subordinated Notes	\$150 million	2009	Unsecured
9 7/8 % Senior Subordinated Notes	\$260 million	2012	Unsecured

* The following financial data shall not constitute an admission of liability by the Debtor. The Debtor reserves all rights to assert that any debt or claim listed herein as liquidated or fixed is in fact a disputed claim or debt. The Debtor reserves all rights to challenge the priority, nature, amount or status of any claim or debt.

1-A

ORIGINAL
(Red)

**UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE**

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____ ()

		Approximate number Of Holders
d.	Number of preferred stock	0
e.	Number of shares of common stock	54,500,000
		14,000,000

Comments, if any: The assets and liabilities reflect the assets and liabilities of Fleming Companies, Inc. and its subsidiaries on a consolidated basis.

3. Brief description of Debtor's business: The Debtor, and its subsidiaries constitute the industry leader in the wholesale distribution of consumable goods. Their operations have both a distribution segment, through which the debtors distribute products to consumers that operate supermarkets, convenience stores, supercenters, discount stores, and drug stores, among other. The business of the Debtor and its subsidiaries also include a retail segment, which operate more than one hundred stores, predominantly supermarkets, which are in the process of being divested..

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of the Debtor:

Southern Asset Management, Inc.
6410 Polar Avenue, Suite 900
Memphis, Tennessee 38119

Wasatch Advisors, Inc.
P.O. Box 2172
Milwaukee, Wisconsin 53201-2177

Pimco Equity Advisors, L.L.C.
1345 Avenue of the Americas
50th Floor
New York, NY 10105

SLS Management, L.L.C.
140 West 57th Street, #7B
New York, NY 10019

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

ORIGINAL
(Red)

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

Exhibit "C" to Voluntary Petition

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

SEE ATTACHED

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

SEE ATTACHED

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

ORIGINAL
(Red)

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____ ()

1. In the Matter of Fleming Companies, Inc., United States Environmental Protection Agency Docket Nos. MM-05-2002-0002, CERCLA-05-2002-0002, EPCRA-05-2002-0010.

Fleming and the United States Environmental Protection Agency ("USEPA") recently agreed to a settlement in principle with respect to allegations made by USEPA in an amended complaint filed in the above administrative proceedings against Fleming. USEPA alleged that Fleming violated certain federal statutes and regulations by failing to timely submit certain annual reports required by those laws and by failing to timely notify and provide written follow-up reports concerning a release of ammonia from a Fleming distribution facility in Minneapolis, Minnesota. To resolve this matter, Fleming agreed without admitting liability to pay USEPA \$90,000 in civil penalties, to undertake certain training matters, to initiate certain preventive measures, and to update its emergency response plan. Fleming has signed and submitted the settlement documentation to USEPA.

2. Florida Petroleum Reprocessors Superfund Site (Florida)

Fleming has responded to two informational requests (the latest in December 2002) from USEPA concerning Fleming's generation of waste oil that was allegedly taken to the Florida Petroleum Reprocessors site, a former waste oil reprocessing site near Miami, Florida. The most recent information Fleming has concerning this matter indicates that (i) Fleming allegedly generated less than 0.2% of the total amount of waste oil taken to the site and (ii) the present value of the cost of USEPA's proposed plan for remediating contaminated soil, groundwater, and surface water at the site is less than \$20 million, although the estimated response cost will probably increase. To Fleming's knowledge, USEPA has not finalized its planned response to contamination at and in the vicinity of this site. Fleming does not have sufficient information to determine its exposure with respect to this site.

3. Warden Oil Site (Minnesota)

The Minnesota Pollution Control Agency ("MPCA") notified Fleming in September 1996 of Fleming's potential responsibility in connection with the release of hazardous substances from a used oil recycling center located in Minneapolis, Minnesota. MPCA has identified at least 1,900 parties who may have generated used oil (including Fleming) that was taken to the site. Fleming's alleged volumetric contribution represents only 0.484% of the total waste oil allegedly delivered to this site during the pertinent seven-year period being used by MPCA to determine volumetric allocations. Fleming has not received any further notification from MPCA concerning this site. At least \$750,000 has been incurred to date by MPCA in investigating and remediating contamination at this site, but Fleming is not aware of the estimated total cost of response this site.

UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE

ORIGINAL
(Red)

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03- ()

4. Lower Darby Creek Area Superfund Site (Pennsylvania)

In February 2002, Fleming responded to an information request from USEPA concerning Fleming's alleged generation of hazardous substances that were disposed of at a landfill at which USEPA is conducting a response action. Fleming has not been contacted by USEPA since Fleming's submission of its response. Fleming does not believe that it has any nexus with this site but, if such a nexus exists, Fleming believes that its potential exposure is *de minimis*.

5. R&H Superfund Site (Texas)

In the summer of 2001, Fleming received and responded to a request for information from USEPA with respect to this petroleum refining and waste oil reprocessing site in San Antonio, Texas. Based upon the information Fleming has reviewed, Fleming believes that its alleged volumetric contribution of waste oil to this site is *de minimis* in comparison to the total gallonage sent to the site. However, most generators of used oil taken to this site will be similarly situated. To Fleming's knowledge USEPA is continuing its investigation of this site. Fleming does not have sufficient information to determine its potential exposure with respect to this site.

Fleming may have been the recipient of inquiries involving environmental matters in the past that were conducted several years ago for which there has not been further inquiry or investigation by the applicable regulatory agency and for which Fleming considers the investigation to be inactive.

**UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE**

ORIGINAL
(Red)

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

Rider A

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

Fleming Companies, Inc.

ABCO Food Group, Inc.

ABCO Markets, Inc.

ABCO Realty Corp.

ASI Office Automation, Inc.

C/M Products, Inc.

Core-Mark International, Inc.

Core-Mark Interrelated Companies, Inc.

Core-Mark Mid-Continent, Inc.

Dunigan Fuels, Inc.

E.A. Morris Distributors, Ltd.

FAVAR Concepts, Ltd.

Fleming International, Ltd.

Fleming Supermarkets of Florida, Inc.

Fleming Transportation Service, Inc.

Food 4 Less Beverage Company, Inc.

FuelServ, Inc.

General Acceptance Corporation

Head Distributing Company

Marquise Ventures Company, Inc.

Minter-Weisman Co.

Piggly Wiggly Company

Progressive Realty, Inc.

Rainbow Food Group, Inc.

Retail Investments, Inc.

Retail Supermarkets, Inc.

RFS Marketing Services, Inc.

Richmar Foods, Inc.

Fleming Foods Management Co., L.L.C.

Fleming Foods of Texas, LP

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CERTIFICATE

The undersigned, Carlos M. Hernandez, Executive Vice President and Secretary, of Fleming Companies, Inc., an Oklahoma corporation (the "Company"), hereby certifies as follows:

1. I am the duly qualified and elected Executive Vice President and Secretary of the Company and, as such, am familiar with the facts herein certified and am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Company at a meeting held on April 1, 2003.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this 1st day of April, 2003



Carlos M. Hernandez
Executive Vice President and Secretary

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
FLEMING COMPANIES, INC.**

WHEREAS, the Board of Directors has considered the financial and operational aspects of the Company's business;

WHEREAS, the Board of Directors has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company:

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of chapter 11, title 11 of the United States Code.

BE IT FURTHER RESOLVED: That the officers of the Company be, and hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents and to take any and all action which they deem necessary or proper to obtain such relief.

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ the law firms of Kirkland & Ellis as general insolvency counsel, and Pachulski, Stang, Ziehl, Young, Jones & Weintraub PC, as Delaware counsel, to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filing and pleading; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis and Pachulski, Stang, Ziehl, Young, Jones & Weintraub PC.

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under Chapter 11, Title 11 of the United States Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of

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(Reg)

the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of any other professional as necessary.

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to obtain post-petition financing according to the terms negotiated by management of the Company; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements and related ancillary documents.

BE IT FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing.

BE IT FURTHER RESOLVED: That all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management of the Board, in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

BE IT FURTHER RESOLVED, that the officers of the Company be, and each of them individually hereby is, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, to effect a sale of the assets of the Company, as appropriate.

United States Bankruptcy Court
District of Delaware

ORIGINAL
(Red)

In re Fleming Companies, Inc.,

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(30), or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security)
1. Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax: 716.842.5601 With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax: 716.842.5601 With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Indenture: 10 5/8% Senior Subordinated Notes due 2007 (two series)		\$400,000,000 (unsecured)
4. Bankers Trust Company Corporate Trust and Agency Services 4 Albany Street - 10th Floor New York, NY 10006 Attn: Maria Tokarz Tel: 212.454.4219	Bankers Trust Co. Corporate Trust and Agency Services 4 Albany Street - 10th Floor New York, NY 10006 Attn: Maria Tokarz Tel: 212.454.4219	Indenture: 10 1/8% Senior Notes due 2008		\$355,000,000 (unsecured)
3. Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax: 716.842.5601 With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax: 716.842.5601 With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Indenture: 9 7/8% Senior Subordinated Notes due 2012		\$260,000,000 (unsecured)

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In re Fleming Companies, Inc.,

Case No. _____

Debtor(s) _____

ORIGINAL
(Red)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security)
4. Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax: 716.842.5601 With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax: 716.842.5601 With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Indenture: 9 1/4% Senior Notes due 2010		\$200,000,000 (unsecured)
5. Bank One, N.A. Corporate Trust Services 100 East Broad Street, 8 th Fl. Columbus, OH 43215 Attn: David Knox Tel: 614.248.6229	Bank One, N.A. Corporate Trust Services 100 East Broad Street, 8 th Fl. Columbus, OH 43215 Attn: David Knox Tel: 614.248.6229	Indenture: 5 1/4% Convertible Senior Subordinated Notes due 2009		\$150,000,000 (unsecured)
6. Conagra Foods 1 Conagra Drive Omaha, NE 68102-5001	Attn: Doug Knudsen Conagra Foods 1 Conagra Drive Omaha, NE 68102-5001 402.595.7919			5,838,289.28
7. Procter & Gamble Dist Co 1 P&G Plaza Cincinnati, OH 45202	Attn: B.J. Polk Procter & Gamble Dist Co 1 P&G Plaza Cincinnati, OH 45202 972.851.0234			4,452,432.83
8. General Mills PO Box 1113 Minneapolis, MN 55440	Attn: Jim Kula General Mills PO Box 1113 Minneapolis, MN 55440 763.764.7497			4,209,193.55
9. Georgia Pacific/Fort James Corporation 133 Peachtree Street NE Atlanta, GA 30303	Attn: Andre Mikhalevsky Georgia Pacific/Fort James Corporation 133 Peachtree Street NE Atlanta, GA 30303 404.652.6405			3,803,765.95
10. Unilever 390 Park Avenue New York, NY 10022	Attn: Mike O'Rourke Unilever 390 Park Avenue New York, NY 10022 248.458.4001			3,506,064.91

In re Fleming Companies, Inc.,

Debtor(s)

Case No. _____

ORIGINAL
(Red)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
11 Kraft Three Lakes Drive Northfield, IL 60093	Attn: Ken Adams Kraft Three Lakes Drive Northfield, IL 60093 Fax 972.432.3439			2,713,110.92
12 Clorox Sales Company 1221 Broadway Oakland, CA 94612-1888	Attn: Ken Partyka Clorox Sales Company 1221 Broadway Oakland, CA 94612-1888 972.280.8713			2,402,527.74
13 Nestle Usa, Inc 800 N. Brand Blvd Glendale, CA 91203	Attn: Bruce Partridge Nestle Usa, Inc 800 N. Brand Blvd Glendale, CA 91203 602.692.1030			2,018,167.26
14 Campbell Soup Co Campbell Plaza Camden, NJ 08103	Attn: Beth Monschein Campbell Soup Co Campbell Plaza Camden, NJ 08103 312.654.0348			1,997,904.40
15 Kellogg Company One Kellogg Square, PO Box 3599 Battle Creek, MI 49016-3599	Attn: Brad Davidson Kellogg Company One Kellogg Square, PO Box 3599 Battle Creek, MI 49016-3599 616.961.6943			1,956,440.95
16 Marigold Foods Inc 2929 University Avenue SE Minneapolis, MN 55414	Attn: Greg Kurr Marigold Foods Inc 2929 University Avenue SE Minneapolis, MN 55414 612.378.8355			1,660,953.75
17 Johnson & Son Inc <Sc 1 Johnson and Johnson Plaza New Brunswick, NJ 08933	Attn: Paul Fiascone Johnson & Son Inc <Sc 1 Johnson and Johnson Plaza New Brunswick, NJ 08933 480.203.5967			1,644,333.52
18 Kimberly Clark Corp 351 Phelps Drive Irving, TX 75038	Attn: Mark Lauderdale Kimberly Clark Corp 351 Phelps Drive Irving, TX 75038 248.458.0442			1,627,853.61
19 Hormel Foods Co 1 Hormel Place Austin, MN 55912-3680	Attn: Larry Aladerson Hormel Foods Co 1 Hormel Place Austin, MN 55912-3680 817.419.2418			1,283,746.50
20 J M Smucker Co Strawberry Lane Orrville, OH 44667-0280	Attn: Donald Hurtle J M Smucker Co Strawberry Lane Orrville, OH 44667-0280 Fax 330.684.3428			1,244,360.84

* This List of Creditors Holding 20 Largest Unsecured Claims is a consolidated list of the following Debtors contemporaneously filing herewith:

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(Red)

In re Fleming Companies, Inc.,

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured, also state value of security)
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Fleming Companies, Inc., Fleming Foods of Texas, L.P., and Fleming International, Ltd.

ORIGINAL
(Red)

United States Bankruptcy Court
District of Delaware

In re Fleming Companies, Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Peter S. Willmott, Interim Chief Executive Office and President of Fleming Companies, Inc., the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date March 31, 2003

Signature

 as Its CEO
Peter S. Willmott

Interim Chief Executive Office and President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

ORIGINAL
(Red)

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

**LIST OF EQUITY SECURITY HOLDERS
Fleming Companies, Inc., an Oklahoma Corporation**

The Equity Security holder(s)* of the Debtor in this chapter 11 case are:

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Southern Asset Management, Inc. 6410 Polar Avenue, Suite 900 Memphis, Tennessee 38119	Common	10,792,000	19.81%
Wasatch Advisors, Inc. P.O. Box 2172 Milwaukee, Wisconsin 53201-2177	Common	5,199,372	9.54%
SLS Management, L.L.C. 140 West 57th Street, #7B New York, NY 10019	Common	3,110,306	5.71%
Pimco Equity Advisors, L.L.C. 1345 Avenue of the Americas 50th Floor New York, NY 10105	Common	2,882,200	5.29%

* As of December 28, 2002.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

ORIGINAL
(Red)

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

Case No.: 03-_____()

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS

I, Peter S. Willmott, Interim Chief Executive Office and President of Fleming Companies, Inc., an Oklahoma Corporation, declare under penalty of perjury that I have read the List of Equity Security Holders submitted herewith and that it is true and correct to the best of my information and belief, and will be supplemented to the extent additional information regarding equity security holders becomes available.

Dated: March 31, 2003

 as CEO

Peter S. Willmott
Interim Chief Executive Office and President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

ORIGINAL
(Red)

In re:

Fleming Companies, Inc.,

Debtor.

Chapter 11

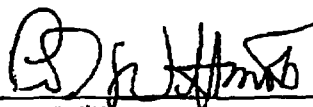
Case No.: 03-_____()

DECLARATION REGARDING CONSOLIDATED LIST OF CREDITORS

The Creditor List electronically filed contemporaneously herewith contains the Debtor's list of creditors and potential creditors of which the Debtor is currently aware, and will be supplemented to the extent additional creditors are identified. To the extent practicable, the submitted Creditor List complies with Local Rule 1007-1(a) of the Bankruptcy Court for the District Court of Delaware.

The information contained herein is based upon a review of Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to the accuracy of the information has been pursued. Therefore, this listing does not and should be deemed to constitute: (1) an acknowledgment of the accuracy of the identity of any interest holder or the amount of interest holdings of any particular holder; and/or (2) a waiver of any other right or legal position of the Debtor.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31st day of March, 2003.



Peter S. Willmott
Interim Chief Executive Office and President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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